

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>KIBARIAN JOHN KACHIG</u>  (Last) (First) (Middle) 333 WEST SAN CARLOS STREET SUITE 700  (Street) SAN JOSE CA 95110  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>PDF SOLUTIONS INC [ PDFS ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below)  CEO, President
	3. Date of Earliest Transaction (Month/Day/Year) 12/07/2005	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/07/2005		S <sup>(1)</sup>		99	D	\$15.48	2,616,657	D	
Common Stock	12/07/2005		S		200	D	\$15.5	2,616,457	D	
Common Stock	12/07/2005		S		1	D	\$15.51	2,616,456	D	
Common Stock	12/07/2005		S		100	D	\$15.53	2,616,356	D	
Common Stock	12/07/2005		S		200	D	\$15.535	2,616,156	D	
Common Stock	12/07/2005		S		200	D	\$15.54	2,615,956	D	
Common Stock	12/07/2005		S		300	D	\$15.56	2,615,656	D	
Common Stock	12/07/2005		S		101	D	\$15.57	2,615,555	D	
Common Stock	12/07/2005		S		100	D	\$15.58	2,615,455	D	
Common Stock	12/07/2005		S		100	D	\$15.6	2,615,355	D	
Common Stock	12/07/2005		S		100	D	\$15.62	2,615,255	D	
Common Stock	12/07/2005		S		200	D	\$15.635	2,615,055	D	
Common Stock	12/07/2005		S		100	D	\$15.73	2,614,955	D	
Common Stock	12/07/2005		S		2	D	\$15.81	2,614,953	D	
Common Stock	12/07/2005		S		98	D	\$15.82	2,614,855	D	
Common Stock	12/07/2005		S		200	D	\$15.825	2,614,655	D	
Common Stock	12/07/2005		S		300	D	\$15.83	2,614,355	D	
Common Stock	12/07/2005		S		100	D	\$15.84	2,614,255	D	
Common Stock	12/07/2005		S		100	D	\$15.86	2,614,155	D	
Common Stock	12/07/2005		S		200	D	\$15.865	2,613,955	D	
Common Stock	12/07/2005		S		100	D	\$15.87	2,613,855	D	
Common Stock	12/07/2005		S		200	D	\$15.88	2,613,655	D	
Common Stock	12/07/2005		S		197	D	\$15.89	2,613,458	D	
Common Stock	12/07/2005		S		200	D	\$15.9	2,613,258	D	
Common Stock	12/07/2005		S		31	D	\$15.91	2,613,227	D	
Common Stock	12/07/2005		S		66	D	\$15.93	2,613,161	D	

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/07/2005		S		100	D	\$15.94	2,613,061	D	
Common Stock	12/07/2005		S		250	D	\$15.95	2,612,811	D	
Common Stock	12/07/2005		S		55	D	\$15.96	2,612,756	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		(A)	(D)					

**Explanation of Responses:**

1. All sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 sales plan dated August 26, 2005 between the Reporting Person and Goldman, Sachs & Co.

**Remarks:**

/s/ P. STEVEN MELMAN,  
Attorney-in-Fact for John K. Kibarian      12/08/2005

\*\* Signature of Reporting Person      Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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